

# EXHIBIT A

## **PARTIAL SETTLEMENT AGREEMENT**

This Agreement, dated as of February 9, 2018, is made by and between Irving H. Picard, in his capacity as the trustee ("Trustee") for the liquidation proceedings under the Securities Investor Protection Act, 15 U.S.C. §§ 78aaa-III ("SIPA"), of Bernard L. Madoff Investment Securities LLC ("BLMIS") and the substantively consolidated Chapter 7 case pending before the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") of Bernard L. Madoff ("Madoff") and Alpha Prime Fund Limited ("Alpha Prime"). The Trustee and Alpha Prime collectively shall be referred to herein as the "Parties" and each as a "Party."

## **BACKGROUND**

A. BLMIS and its predecessors were registered broker-dealers and members of the Securities Investor Protection Corporation ("SIPC").

B. On December 11, 2008 (the "Filing Date"), the Securities and Exchange Commission (the "SEC") filed a complaint in the United States District Court for the Southern District of New York (the "District Court") against BLMIS and Madoff.

C. On December 15, 2008, the District Court entered an order under SIPA, which, in pertinent part, appointed the Trustee for the liquidation of the business of BLMIS under section 5(b)(3) of SIPA and removed the case to the Bankruptcy Court under section 5(b)(4) of SIPA, where it is pending as Case No. 08-01789 (SMB) (the "SIPA Proceeding"). The Trustee is duly qualified to serve and act on behalf of the consolidated BLMIS estate (the "BLMIS Estate"). By Order dated June 9, 2009 the estate of Madoff was substantively consolidated with the BLMIS Estate.

D. Alpha Prime maintained an account with BLMIS. Alpha Prime's account was opened in 2003 and designated as account no. 1FR097 (the "Account").

E. In the two years prior to the Filing Date, Alpha Prime withdrew from the Account approximately \$76,450,000 (the “Two-Year Transfers”).

F. In the six years prior to the Filing Date, Alpha Prime withdrew from the Account approximately \$83,170,000 of which approximately \$6,720,000 was withdrawn in the period between two years and six years prior to the Filing Date (the “Six-Year Transfers”).

G. On or about February 2, 2009, Alpha Prime filed a customer claim with the Trustee, which the Trustee has designated as Claim No. 001503 (the “Customer Claim”). The Customer Claim is included as Attachment A to this Agreement. The Customer Claim asserts that Alpha Prime is entitled to the allowance of a customer claim in an amount reflected on its BLMIS Account statement for the period ending November 30, 2008. The Parties agree that under the “net equity” ruling of the United States Court of Appeals for the Second Circuit, *Sec. Inv’r Prot. Corp. v. BLMIS (In re Bernard L. Madoff Inv. Sec. LLC)*, 654 F.3d 229 (2d Cir. 2011), *cert. denied*, 133 S. Ct. 24, 133 S. Ct. 25 (2012), Alpha Prime’s net equity equals \$250,671,000.

H. On July 15, 2009, the Trustee commenced an action in the Bankruptcy Court against Alpha Prime and others under Adversary Proceeding Number 09-01364 (the “Adversary Proceeding”). On December 5, 2010, the Trustee filed an amended complaint (the “Amended Complaint”) in the Adversary Proceeding, asserting claims against Alpha Prime for:

1. the avoidance of the Two-Year Transfers under 11 U.S.C. §§ 548, 550, and 551 and SIPA § 78fff-2(c)(3), which are set forth in Counts Three and Four of the Amended Complaint (the “Two-Year Transfer Avoidance Claims”);
2. the avoidance of the Six-Year Transfers under 11 U.S.C. §§ 544 and 550 and the New York Debtor and Creditor Law §§ 270–281, which are set forth in Counts, Five, Six, Seven, and Eight of the Amended Complaint (the “Six-Year Transfer Avoidance Claims”);

3. the recovery of the Two-Year Transfers and Six-Year Transfers under 11 U.S.C. §§ 544, 550, and 551, New York Debtor and Creditor Law §§ 270–281, and New York Civil Practice Law and Rules 203(g) and 213(8), which are set forth in Counts Nine and Ten of the Amended Complaint (the “Recovery Claims”);
4. the disallowance of the Customer Claim pursuant to 11 U.S.C. § 502(d), which is set forth in Count Eleven of the Amended Complaint (the “Disallowance Claim”); and
5. the equitable subordination of the Customer Claim pursuant to 11 U.S.C. §§ 510(c) and 105(a), which is set forth in Count Twelve of the Amended Complaint (the “Subordination Claim”).

I. On May 27, 2011, Alpha Prime filed an answer to the Amended Complaint and cross-claims against various HSBC entities. On December 8, 2014, Alpha Prime filed an answer, affirmative defenses, and amended cross-claims.

J. On February 24, 2014, Alpha Prime filed a Motion for an Order Pursuant to Section 105(a) of the Bankruptcy Code and General Order M-390 Authorizing Alternative Dispute Resolution Procedures. On April 11, 2014, the Bankruptcy Court entered an order authorizing mediation between the Trustee and Alpha Prime. The Parties participated in mediation, which resulted in a partial settlement, the terms of which are set forth herein.

NOW, THEREFORE, in consideration of the foregoing, of the mutual covenants, promises, and undertakings set forth herein, and for good and valuable consideration, the mutual receipt and sufficiency of which are hereby acknowledged, the Parties, Alpha Prime Asset Management Ltd. (“APAM”), Ursula Radel-Leszczynski, Stefan Zapotocky, and Peter Fischer (collectively, the “Signatories” and each a “Signatory”) agree:

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1. Relief.

(a) Payment to Trustee. At the Closing (as defined in paragraph 6), in consideration of the release by the Trustee set forth in paragraph 2 and the withdrawal of any objection to the Allowed Claim (as defined in paragraph 1(b)), Alpha Prime shall pay or cause to be paid to the Trustee, pursuant to the conveyances, assignments, endorsements, and transfers set forth in paragraph 6, the sum of \$76,450,000 (the "Settlement Payment") in full and final settlement of all claims and causes of action with the exception of the Disputed Issues (as described in paragraphs 1(c)(i), 1(c)(ii) and 1(c)(iii) below) (the "Resolved Issues").

(b) Allowance of Customer Claim. Upon the Closing (as defined in paragraph 6), the Customer Claim shall be deemed conclusively allowed in the amount of \$238,137,450 (the "Allowed Claim"), which is equal to 95% of Alpha Prime's net equity. The Allowed Claim shall not be subject to any disallowance under section 502(d) of the Bankruptcy Code or otherwise. As set forth in paragraph 1(c) below, the Parties continue to contest the questions of whether and to what extent the remaining 5% of Alpha Prime's net equity—i.e., \$12,533,550—is to be allowed or disallowed. The Allowed Claim shall be equal in priority to all other allowed customer claims against the BLMIS Estate and shall not be subject to any subordination pursuant to section 510 of the Bankruptcy Code or otherwise. As of the date of this Agreement, the amount to be paid by the Trustee to Alpha Prime allocable to the Allowed Claim in respect of a catch-up distribution and the SIPC advance is \$152,679,356.04; this amount shall be increased by any additional interim distribution made between the date of this Agreement and the Closing Date (the "Catch-Up Distribution").

(c) Disputed Issues. The Parties will continue to contest the issues set forth in this paragraph and its subparts, and therefore reserve, and understand that this Agreement is without

prejudice to, all claims, rights, remedies, and defenses with respect to all matters not included in the Resolved Issues. As used herein, the term “Disputed Issues” shall mean collectively the following issues:

(i) Whether Alpha Prime is entitled to a claim under section 502(h) of the Bankruptcy Code in respect of its payment of the Settlement Payment to the Trustee and the treatment such section 502(h) claim may receive, including without limitation the issues of: (i) whether such section 502(h) claim is to be treated as a customer claim or another type of claim, including a general creditor claim; (ii) whether such section 502(h) claim is equal in priority to other allowed customer claims against the BLMIS Estate, or if a different priority system is to be utilized; and (iii) if such section 502(h) claim is subordinated or otherwise not treated the same as other customer claims, how it will be allowed and paid;

(ii) the Trustee’s claims to avoid and recover the Six-Year Transfers, totaling \$6,720,000, and in the event of Alpha Prime’s payment in respect of the avoidance of the Six-Year Transfers, the treatment a resulting section 502(h) claim would receive, including without limitation, the issues raised in paragraph 1(c)(i) above; and

(iii) the Trustee’s claims concerning the treatment of the remaining 5% of Alpha Prime’s net equity claim, totaling approximately \$12,533,550 (the “Disputed Customer Claim”), including without limitation, the claims to disallow or equitably subordinate the Disputed Customer Claim or a portion thereof, and the claims to treat the Disputed Customer Claim or some portion thereof as a general creditor claim, a customer claim, or something else.

2. Effect of Settlement; Reservation of Rights.

(a) Subject to paragraph 2(b) below, in consideration of the relief described in paragraph 1, upon the Closing (as defined in paragraph 6), the Trustee on behalf of himself,

BLMIS, and its consolidated estates, shall provide a limited release discharging Alpha Prime from the Resolved Issues. In addition, in consideration of the relief described above, upon Closing (as defined in paragraph 6), the Trustee on behalf of himself, BLMIS, and its consolidated estates, shall provide a release discharging Alpha Prime's and APAM's current and former directors (including, but not limited to, Peter Fischer, Ursula Radel-Leszcynski, and Stefan Zapotocky), officers, employees, direct or indirect shareholders, limited partners, principals, members, successors, assigns, accountants, attorneys, agents, representatives, and vendors (the "Additional Releasees"), only concerning direct or indirect transfers of money from Alpha Prime to the Additional Releasees but not for any claims that the Trustee may otherwise have.

(b) Because the Parties will continue to contest the Disputed Issues, the Parties reserve, and this Agreement is without prejudice to, all claims, rights, remedies, and defenses relating in any way to the Disputed Issues.

(c) The litigation of the Disputed Issues may result in the entry of a court judgment, the settlement of claims, or other outcome in which the Six-Year Transfers are avoided. In the event of the avoidance of the Six-Year Transfers, the Trustee agrees that his recourse against Alpha Prime for the recovery of such avoided transfers will be limited to the set-off of the amount of those avoided transfers against the sums held in reserve in respect of the Disputed Issues. In the event of such avoidance, Alpha Prime agrees that it will waive and will not seek to assert any defenses to the Trustee's right to set-off, described in the preceding sentence. To secure payment of such avoided transfers, Alpha Prime will convey, assign, endorse, and transfer to the Trustee its right to future distributions with respect to the the Disputed Issues in an amount equal to the amount of the avoided transfers provided that such security shall be released if and



when: (i) an order shall be entered denying avoidance of such transfers; or (ii) such avoided transfers shall be paid in full to the Trustee. The Parties understand (and will not argue otherwise) that this sub-paragraph does not in any way limit the Trustee's claims to (i) subordinate and/or disallow the disputed \$76,450,000 claim under section 502(h) of the Bankruptcy Code or (ii) subordinate and/or disallow the Disputed Customer Claim.

(d) This Agreement has no precedential, adjudicative, preclusive, or estoppel effect with respect to any claim, or element thereof, that the Parties continue to contest. The Parties understand (and will not argue otherwise) that this Agreement does not constitute an adjudication of any issue, a finding of fact, or a conclusion of law relating to the Disputed Issues. It does not preclude or estop the Parties from litigating any issue or advancing any argument relating to the Disputed Issues. It does not have *res judicata* effect with respect to any issue other than the Resolved Issues. It does not in any way bar the Parties from advancing any argument with respect to the Disputed Issues, although the Resolved Issues shall be deemed completely and finally resolved.

3. Dismissal of Claims. As soon as practicable after the Closing (as defined in paragraph 6), the Parties shall submit to the Bankruptcy Court: (a) a stipulation requesting the dismissal of the Two-Year Transfer Avoidance Claims, i.e., Counts Three and Four of the Amended Complaint, with prejudice, as against Alpha Prime, with each Party bearing its own costs, attorneys' fees, and expenses; and (b) stipulations requesting the dismissal with prejudice of the Amended Complaint as to (i) Ursula Radel-Lesczynski and (ii) APAM, with each party bearing its own costs, attorneys' fees, and expenses.

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4. Continuing Discovery Obligations of Certain Releasees.

(a) Notwithstanding the releases granted herein to the Additional Releasees or the dismissal of Ursula Radel-Leszczynski and APAM contemplated herein, APAM, Ursula Radel-Leszczynski, Peter Fischer, and Stefan Zapotocky will have the continuing obligation to participate in discovery under the Federal Rules of Civil Procedure (the "Federal Rules") as though each were a party to the Adversary Proceeding. Service of discovery requests shall be complete upon each when made by delivery to DuffyAmedeo LLP, c/o Todd E. Duffy, pursuant to the Federal Rules. All discovery requests shall be governed by the Federal Rules, section 321 (1)-1 of the Austrian Code of Civil Procedure (ZPO) (as amended) only insofar as it relates to criminal prosecution, and the protective orders in place and/or as further agreed by the parties. The Trustee shall not be required to satisfy requirements provided by the Hague Convention on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters, the Hague Convention on the Taking of Evidence Abroad in Civil or Commercial Matters, or any other set of rules, procedures or regulations, other than the Federal Rules, in order to take discovery.

(b) The Parties understand that neither Ms. Radel-Leszczynski, Mr. Fischer, nor Mr. Zapotocky is waiving any right available under the Federal Rules or section 321 (1)-1 of the Austrian Code of Civil Procedure (ZPO) (as amended) only insofar as it relates to criminal prosecution to object to any of the Trustee's discovery requests; they reserve their rights under the Federal Rules to move for a protective order as to any discovery request the Trustee serves upon them.

(c) APAM, Ms. Radel-Leszczynski, Mr. Fischer, and Mr. Zapotocky shall appear for depositions in the Adversary Proceeding pursuant to notice served on DuffyAmedeo LLP, as

though each were a party pursuant to the Federal Rules without the necessity of a subpoena, letter rogatory, letter of request, or other process. Service of notices of deposition directed to APAM, Ms. Radel-Leszczynski, Mr. Fischer, or Mr. Zapotocky shall be complete when made by delivery to DuffyAmedeo LLP, c/o Todd E. Duffy, pursuant to the Federal Rules. All notices of deposition shall be governed solely by the Federal Rules; the Trustee shall not be required to satisfy requirements provided by the Hague Convention on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters, the Hague Convention on the Taking of Evidence Abroad in Civil or Commercial Matters, or any other set of rules, procedures or regulations, other than the Federal Rules.

(d) The Parties understand that, notwithstanding anything herein to the contrary, neither Ms. Radel-Leszczynski, Mr. Fischer, nor Mr. Zapotocky is waiving any right available under the Federal Rules or section 321 (1)-1 of the Austrian Code of Civil Procedure (ZPO) (as amended) only insofar as it relates to criminal prosecution to object to any of the Trustee's deposition questions; they reserve their rights to refuse to answer any question posed by the Trustee's counsel pursuant to the Federal Rules and/or section 321 (1)-1 of the Austrian Code of Civil Procedure (ZPO) (as amended) only insofar as it relates to criminal prosecution. To the extent that APAM, Ms. Radel-Leszczynski, Mr. Fischer, or Mr. Zapotocky believe that they are being asked to reveal secret or proprietary information not protected by the protective orders in this action, the parties will work with a discovery arbitrator to ensure that a sufficient protective order covering such secrets is established.

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5. Court Approval; Effective Date; Termination.

(a) If any objection is interposed to approval of this Agreement, the Agreement is subject to and shall become effective and binding on the Signatories upon the Bankruptcy Court's approval of this Agreement by an order (the "Approval Order") that is no longer subject to appeal, review, or rehearing. If no such objections are filed, the Agreement shall become effective and binding on the Signatories immediately upon entry of the Approval Order. The Trustee shall use his reasonable efforts to obtain an Approval Order as promptly as practicable after the execution of this Agreement. The effective date (the "Effective Date") shall be the date that the Approval Order becomes effective and binding on the Signatories as set forth in this paragraph.

(b) The form of the Approval Order shall be subject to the reasonable approval of the Parties. If this Agreement has not become effective as provided in this paragraph within 120 days after the date of this Agreement (or within such additional time as mutually agreed upon by the Parties), then (i) this Agreement (other than this paragraph) shall terminate and be void; (ii) all of the statements, concessions, consents, and agreements contained in the Agreement (other than this paragraph) shall be void; and (iii) neither the Trustee nor Alpha Prime may use or rely on any such statement, concession, consent, or agreement in any public statement or litigation involving the SIPA Proceeding, Adversary Proceeding, or any case or proceeding relating to Alpha Prime, BLMIS, or Madoff.

6. Closing. There shall be a closing ("Closing") within five business days after the Effective Date of this Agreement. At the Closing simultaneously:

(a) Alpha Prime shall satisfy the Settlement Payment by



(i) conveying, assigning, endorsing, and transferring to the Trustee the funds to be advanced by SIPC in the amount of \$500,000; and

(ii) conveying, assigning, endorsing, and transferring to the Trustee from the Catch-Up Distribution the sum of \$75,950,000 owed to Alpha Prime under the Allowed Claim.

(b) The Trustee shall pay Alpha Prime \$76,229,356.04, consisting of the balance of the Catch-Up Distribution owed to Alpha Prime under the Allowed Claim pursuant to payment instructions to be provided by Alpha Prime to the Trustee. This amount shall be increased by any additional interim distribution made between the date of this Agreement and the Closing Date.

(c) The releases contained in paragraph 2 shall become effective without any further action of the Parties.

7. Continuing Litigation; Appointment of Discovery Arbitrator. As described herein, the Parties continue to contest certain claims and issues, with respect to which the Parties have agreed to a First Amended Case Management Order, setting forth, among other things, a proposed schedule. The Parties shall have the First Amended Case Management Order entered by the Bankruptcy Court as soon as practicable after the Effective Date. As set forth in the First Amended Case Management Order, the Parties shall seek the appointment of a discovery arbitrator by order of the Bankruptcy Court as soon as practicable after the Effective Date.

8. Claims Filed. By virtue of this Partial Settlement Agreement, Alpha Prime will be deemed to have filed at Closing a proof of claim in the amount of \$76,500,000 pursuant to section 502(h) of the Bankruptcy Code in addition to the Disputed Customer Claim. In addition, the Trustee will be deemed to have filed an objection at Closing to that section 502(h) claim as well as to the Disputed Customer Claim.



9. The Signatories' Authority. Each Signatory represents and warrants to the Trustee that, as of the date hereof, it has the full power, authority, and legal right to execute and deliver, and to perform its respective obligations under this Agreement and has taken all necessary action to authorize the execution, delivery, and performance of its respective obligations under this Agreement. The Trustee represents and warrants to APAM, Ursula Radel-Leszczynski, Stefan Zapotocky, and Peter Fischer that, as of the date hereof, and subject to the approval of the Bankruptcy Court as set forth in paragraph 5 above, he has the full power, authority, and legal right to execute and deliver, and to perform his obligations under this Agreement and has taken all necessary action to authorize the execution, delivery, and performance of his respective obligations under this Agreement.
10. Business Days. For purposes of this Agreement, the term "business days" shall mean any day other than Saturday, Sunday, or a day that is a legal holiday in New York City.
11. Further Assurances. The Parties shall execute and deliver any document or instrument reasonably requested by the other Party after the date of this Agreement to effectuate the intent of this Agreement.
12. Entire Agreement. This Agreement constitutes the entire agreement and understanding between the Signatories and supersedes any and all prior agreements, representations, and understandings of the parties concerning the subject matter hereof.
13. No Admission. This Agreement and all negotiations, statements, and proceedings in connection therewith are not, will not be argued to be, and will not be deemed to be a presumption, concession, or admission by any party of any fault, liability, or wrongdoing whatsoever. This Agreement and any matter relating thereto may not be offered or received in

evidence or otherwise referred to in any civil, criminal, or administrative action or proceeding as evidence of any fault, liability, or wrongdoing whatsoever.

14. Amendments; Waiver. This Agreement may not be terminated, amended, or modified in any way except in a writing signed by all of the Parties. No waiver of any provision of this Agreement shall be deemed to constitute a waiver of any other provision hereof, whether or not similar, nor shall such waiver constitute a continuing waiver.

15. Assignability. No Party hereto may assign its rights under this Agreement without the prior written consent of each of each Party hereto, except that nothing in this Agreement shall prevent Alpha Prime's ability to assign all or part of Alpha Prime's Allowed Claim on or after the Effective Date.

16. Successors Bound. This Agreement shall be binding upon and inure to the benefit of each Signatory and their respective successors and permitted assigns.

17. No Third-Party Beneficiary. Except as expressly provided in paragraphs 2, 3, and 4, the Parties do not intend to confer any benefit of or under this Agreement upon any person or entity other than the Parties hereto and their respective successors and permitted assigns.

18. Applicable Law. This Agreement shall be construed and enforced in accordance with the laws of the State of New York, without regard to its conflict of law provisions.

19. Exclusive Jurisdiction. The Signatories agree that the Bankruptcy Court shall have exclusive jurisdiction over all disputes between the parties, whether in law or equity, arising out of or relating to this Agreement, or any provision thereof, and the parties hereby consent to and submit to the jurisdiction of the Bankruptcy Court for any such action. In the event the BLMIS proceeding is closed by a final decree and not reopened, the parties agree that any dispute arising

out of this Agreement may be brought in the United States District Court for the Southern District of New York.

20. Captions and Rules of Construction. The captions in this Agreement are inserted only as a matter of convenience and for reference and do not define, limit, or describe the scope of this Agreement or the scope or content of any of its provisions. Any reference in this Agreement to a paragraph is to a paragraph of this Agreement. “Includes” and “including” are not intended to be limiting.

21. Counterparts; Electronic Copy of Signatures. This Agreement may be executed and delivered in any number of counterparts, each of which so executed and delivered shall be deemed to be an original and all of which shall constitute one and the same document. The Signatories may evidence their execution of this Agreement by delivery to the other Party of scanned or faxed copies of their signatures, with the same effect as the delivery of an original signature.

22. Negotiated Agreement. This Agreement has been fully negotiated by the Signatories. Each party acknowledges and agrees that this Agreement has been drafted jointly, and the rule that ambiguities in an agreement or contract may be construed against the drafter shall not apply in the construction or interpretation of this Agreement.

23. Severability. In the event that any term or provision of this Agreement or any application thereof is deemed to be invalid or unenforceable, the remainder of this Agreement and any other application of such term or provision shall not be affected thereby.

*[remainder of page intentionally left blank]*

24. Notices. Any notices under this Agreement shall be in writing, shall be effective when received and may be delivered only by hand, by overnight delivery service, by fax, or by electronic transmission to:

If to the Trustee:

Irving H. Picard  
Email: ipicard@bakerlaw.com  
Baker & Hostetler LLP  
45 Rockefeller Plaza  
New York, New York 10111

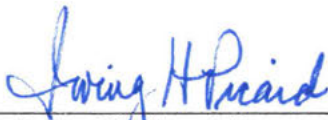
If to Alpha Prime, c/o:

Todd E. Duffy  
Email: tduffy@duffyamedeo.com  
DuffyAmedeo LLP  
275 Seventh Avenue, 7<sup>th</sup> Floor  
New York, NY 10001

with a copy to:

Oren J. Warshavsky  
Email: owarshavsky@bakerlaw.com  
Baker & Hostetler LLP  
45 Rockefeller Plaza  
New York, New York 10111  
F: (212) 589-4201

**IN WITNESS WHEREOF**, the Parties hereto have caused this Agreement to be executed as of the date set forth above.

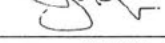
  
\_\_\_\_\_  
Irving H. Picard, Trustee

**ALPHA PRIME FUND LIMITED**

By: \_\_\_\_\_  
Name:  
Title:

\_\_\_\_\_  
Ursula Radel-Leszczynski

**ALPHA PRIME ASSET MANAGEMENT LTD.**

By:  \_\_\_\_\_  
Name: James M Keyes  
Title: Director

\_\_\_\_\_  
Stefan Zapotocky

\_\_\_\_\_  
Peter Fischer



Email: owarshavsky@bakerlaw.com  
Baker & Hostetler LLP  
45 Rockefeller Plaza  
New York, New York 10111  
F: (212) 589-4201

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed as of  
the date set forth above.

ALPHA PRIME FUND LIMITED

By:

Irving H. Picard, Trustee

Name: P. FISCHER  
Title: DIRECTOR

D. MÜLLER  
DIRECTOR

Ursula Radel-Leszczynski

Peter Fischer

Stefan Zapotocky

# ATTACHMENT A

**CUSTOMER CLAIM**

Bernard L. Madoff Investment Securities LLC  
Case No 08-01789-BRL  
U.S. Bankruptcy Court for the Southern District of New York  
Claim Number: **001503**

**BERNARD L. MADOFF INVESTMENT SECURITIES LLC**

**RECEIVED**

In Liquidation

**FEB 02 2009**

**DECEMBER 11, 2008**

PLACE MAILING LABEL HERE

Provide your office and home telephone no.

OFFICE: + 43 1 513 95 40

HOME: \_\_\_\_\_

Taxpayer I.D. Number (Social Security No.)  
\_\_\_\_\_

**ALPHA PRIME FUND LTD**

attn: **HAUSMANINGER KLETTER**  
RECHTSANWÄLTE -- GESELLSCHAFT MBH

A-1010 WIEN, FRANZ JOSEFS-KAI 3  
TEL. 01/513 95 40  
FAX 01/513 95 40-12

(If incorrect, please change)

**NOTE: BEFORE COMPLETING THIS CLAIM FORM, BE SURE TO READ CAREFULLY THE ACCOMPANYING INSTRUCTION SHEET. A SEPARATE CLAIM FORM SHOULD BE FILED FOR EACH ACCOUNT AND, TO RECEIVE THE FULL PROTECTION AFFORDED UNDER SIPA, ALL CUSTOMER CLAIMS MUST BE RECEIVED BY THE TRUSTEE ON OR BEFORE March 4, 2009. CLAIMS RECEIVED AFTER THAT DATE, BUT ON OR BEFORE July 2, 2009, WILL BE SUBJECT TO DELAYED PROCESSING AND TO BEING SATISFIED ON TERMS LESS FAVORABLE TO THE CLAIMANT. PLEASE SEND YOUR CLAIM FORM BY CERTIFIED MAIL - RETURN RECEIPT REQUESTED.**

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1. Claim for money balances as of December 11, 2008:
- a. The Broker owes me a Credit (Cr.) Balance of \$ \_\_\_\_\_
  - b. I owe the Broker a Debit (Dr.) Balance of \$ \_\_\_\_\_

- c. If you wish to repay the Debit Balance,  
please insert the amount you wish to repay and  
attach a check payable to "Irving H. Picard, Esq.,  
Trustee for Bernard L. Madoff Investment Securities LLC."  
If you wish to make a payment, it must be enclosed  
with this claim form. \$ \_\_\_\_\_

- d. If balance is zero, insert "None." NONE

2. Claim for securities as of December 11, 2008:

**PLEASE DO NOT CLAIM ANY SECURITIES YOU HAVE IN YOUR POSSESSION.**

- |   | <u>YES</u> | <u>NO</u> |
|---|------------|-----------|
| a. The Broker owes me securities        | <u>YES</u> | _____     |
| b. I owe the Broker securities          | _____      | <u>NO</u> |
| c. If yes to either, please list below: |            |           |

		Number of Shares or Face Amount of Bonds	
Date of Transaction (trade date)	Name of Security	The Broker Owes Me (Long)	I Owe the Broker (Short)
_____	<u>SEE ENCLOSED LISTS</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Proper documentation can speed the review, allowance and satisfaction of your claim and shorten the time required to deliver your securities and cash to you. Please enclose, if possible, copies of your last account statement and purchase or sale confirmations and checks which relate to the securities or cash you claim, and any other documentation, such as correspondence, which you believe will be of assistance in processing your claim. In particular, you should provide all documentation (such as cancelled checks, receipts from the Debtor, proof of wire transfers, etc.) of your deposits of cash or securities with the Debtor from as far back as you have documentation. You should also provide all documentation or



information regarding any withdrawals you have ever made or payments received from the Debtor.

Please explain any differences between the securities or cash claimed and the cash balance and securities positions on your last account statement. If, at any time, you complained in writing about the handling of your account to any person or entity or regulatory authority, and the complaint relates to the cash and/or securities that you are now seeking, please be sure to provide with your claim copies of the complaint and all related correspondence, as well as copies of any replies that you received.

PLEASE CHECK THE APPROPRIATE ANSWER FOR ITEMS 3 THROUGH 9.

NOTE: IF "YES" IS MARKED ON ANY ITEM, PROVIDE A DETAILED EXPLANATION ON A SIGNED ATTACHMENT. IF SUFFICIENT DETAILS ARE NOT PROVIDED, THIS CLAIM FORM WILL BE RETURNED FOR YOUR COMPLETION.

- |   | <u>YES</u> | <u>NO</u> |
|---|------------|-----------|
| 3. Has there been any change in your account since December 11, 2008? If so, please explain.  | _____      | <u>NO</u> |
| 4. Are you or were you a director, officer, partner, shareholder, lender to or capital contributor of the broker?   | _____      | <u>NO</u> |
| 5. Are or were you a person who, directly or indirectly and through agreement or otherwise, exercised or had the power to exercise a controlling influence over the management or policies of the broker? | _____      | <u>NO</u> |
| 6. Are you related to, or do you have any business venture with, any of the persons specified in "4" above, or any employee or other person associated in any way with the broker? If so, give name(s)    | _____      | <u>NO</u> |
| 7. Is this claim being filed by or on behalf of a broker or dealer or a bank? If so, provide documentation with respect to each public customer on whose behalf you are claiming.                         | _____      | <u>NO</u> |
| 8. Have you ever given any discretionary authority to any person to execute securities transactions with or through the broker on your behalf? Give names, addresses and phone numbers.                   | _____      | <u>NO</u> |

9. Have you or any member of your family ever filed a claim under the Securities Investor Protection Act of 1970? if so, give name of that broker.

NO

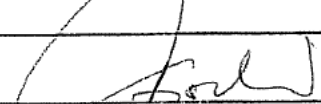
Please list the full name and address of anyone assisting you in the preparation of this claim form: PETER FISCHER

Redacted

If you cannot compute the amount of your claim, you may file an estimated claim. In that case, please indicate your claim is an estimated claim.

IT IS A VIOLATION OF FEDERAL LAW TO FILE A FRAUDULENT CLAIM. CONVICTION CAN RESULT IN A FINE OF NOT MORE THAN \$50,000 OR IMPRISONMENT FOR NOT MORE THAN FIVE YEARS OR BOTH.

THE FOREGOING CLAIM IS TRUE AND ACCURATE TO THE BEST OF MY INFORMATION AND BELIEF.

Date \_\_\_\_\_ Signature \_\_\_\_\_  
Date 1/23/2009 Signature 

(If ownership of the account is shared, all must sign above. Give each owner's name, address, phone number, and extent of ownership on a signed separate sheet. If other than a personal account, e.g., corporate, trustee, custodian, etc., also state your capacity and authority. Please supply the trust agreement or other proof of authority.)

This customer claim form must be completed and mailed promptly, together with supporting documentation, etc. to:

Irving H. Picard, Esq.,  
Trustee for Bernard L. Madoff Investment Securities LLC  
Claims Processing Center  
2100 McKinney Ave., Suite 800  
Dallas, TX 75201

HAUSMANINGER KLETTER  
ATTORNEYS AT LAW

VIA CERTIFIED MAIL –  
RETURN RECEIPT REQUESTED

Irving H. Picard, Esq.,  
Trustee for Bernard L. Madoff Investment Securities LLC  
Claims Processing Center

2100 McKinney Ave., Suite 800  
Dallas, TX 75201  
USA

HON. PROF. UNIV. DOZ. DR. CHRISTIAN HAUSMANINGER  
LL.M. (HARVARD), ATTORNEY AT LAW (NEW YORK)  
DR. MARK KLETTER  
LL.M. (BRÜGGE)  
DR. ROBERT LEITNER  
LL.M. (VIRGINIA)  
DR. MANFRED KETZER  
LL.M. (DUKE), ATTORNEY AT LAW (NEW YORK)  
DR. ROBERT BACHNER  
LL.M. (N.Y.U.), ATTORNEY AT LAW (NEW YORK)  
DR. GREGOR GESSNER  
MAS, LL.M. (N.Y.U.)  
MAG. RONALD FRANKL  
MAG. NADJA ZACHARIA  
DR. MICHAEL HERZER  
LL.M. (PENN STATE)

Vienna, January 23, 2009  
Ext: 32

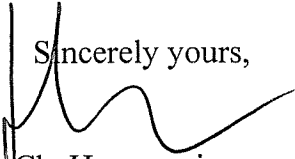
Customer Claim ALPHA PRIME FUND LTD

Dear Colleague,

On behalf of our client ALPHA PRIME FUND LTD please find attached the duly completed Customer Claim with attached documentation prepared by the Fund's Custodian HSBC Luxembourg. Please let us know at once should any information be missing or should you require any additional information.

Please inform us whether any decision has already been reached as to whether investors in ALPHA PRIME FUND LTD are entitled to file separate claims in addition to the present claim.

Please also inform us of any further developments in the present case.

Sincerely yours,  
  
Ch. Hausmaninger

Encl.

**Position Appraisal Report**  
**Alpha Prime Equity Hedge Fund**  
Period End Date 11/30/2008  
Report Type: Strategy  
U.S. Dollars

Investment	Security ID	Quantity	Local Market Price	Current Local Cost	Local Market Value	Current Book Cost	Book Market Value	Book Unrealized Gain/Loss	% Invest	%NAV
<b>Long Positions</b>										
Madoff Securities International Ltd										
Trading										
American Put Option										
USD										
S&P 100 Index 370 Put 12/20/2008	DI12739	978.000	5.1000	2,054,778.00	498,780.00	2,054,778.00	498,780.00	-1,555,998.00	0.14	0.14
S&P 100 Index 420 Put 12/20/2008	DI12690	7,438.000	16.5000	22,321,438.00	12,272,700.00	22,321,438.00	12,272,700.00	-10,048,738.00	3.52	3.54
Total - USD				24,376,216.00	12,771,480.00	24,376,216.00	12,771,480.00	-11,604,736.00	3.66	3.69
Total - American Put Option						24,376,216.00	12,771,480.00	-11,604,736.00	3.66	3.69
Equity										
USD										
3M Co	2595708	58,912.000	66.9300	3,749,638.73	3,942,980.16	3,749,638.73	3,942,980.16	193,341.43	1.13	1.14
AT&T Inc	2831811	505,872.000	28.5600	14,025,689.14	14,447,704.32	14,025,689.14	14,447,704.32	422,015.18	4.14	4.17
Abbott Laboratories	2002305	134,656.000	52.3900	7,489,942.40	7,054,627.84	7,489,942.40	7,054,627.84	-435,314.56	2.02	2.04
Altria Group Inc	2692632	176,736.000	16.0800	3,328,423.64	2,841,914.88	3,328,423.64	2,841,914.88	-486,508.76	0.81	0.82
Amgen Inc	2023607	92,576.000	55.5400	5,536,781.19	5,141,671.04	5,536,781.19	5,141,671.04	-395,110.15	1.47	1.48
Apple Inc	2046251	75,744.000	92.6700	7,943,192.14	7,019,196.48	7,943,192.14	7,019,196.48	-923,995.66	2.01	2.03
Bank of America Corp	2295677	434,627.000	16.2500	9,851,925.72	7,062,688.75	9,851,925.72	7,062,688.75	-2,789,236.97	2.02	2.04
Bank of New York Mellon Corporation	B1Z77F6	98,965.000	30.2100	3,188,609.73	2,989,732.65	3,188,609.73	2,989,732.65	-198,877.08	0.86	0.86
Baxter International Inc	2085102	52,979.000	52.9000	3,182,343.81	2,802,589.10	3,182,343.81	2,802,589.10	-379,754.71	0.80	0.81
Boeing Co	2108601	59,504.000	42.6300	3,106,341.28	2,536,655.52	3,106,341.28	2,536,655.52	-569,685.76	0.73	0.73
Bristol-Myers Squibb Co	2126335	170,803.000	20.7000	3,571,008.13	3,535,622.10	3,571,008.13	3,535,622.10	-35,386.03	1.01	1.02
CVS/Caremark Corp	2577609	124,213.000	28.9300	3,807,560.66	3,593,482.09	3,807,560.66	3,593,482.09	-214,078.57	1.03	1.04
Chevron Corp	2838555	179,219.000	79.0100	13,338,110.91	14,160,093.19	13,338,110.91	14,160,093.19	821,982.28	4.06	4.09
Cisco Systems Inc	2198163	508,344.000	16.5400	8,868,879.74	8,408,009.76	8,868,879.74	8,408,009.76	-460,869.98	2.41	2.43
Citigroup Inc	2297907	471,681.000	8.2900	6,180,305.59	3,910,235.49	6,180,305.59	3,910,235.49	-2,270,070.10	1.12	1.13
Coca-Cola Co	2206657	170,803.000	46.8700	7,695,326.50	8,005,536.61	7,695,326.50	8,005,536.61	310,210.11	2.29	2.31
Colgate-Palmolive Co	2209106	4,890.000	65.0700	306,602.40	318,192.30	306,602.40	318,192.30	11,589.90	0.09	0.09
Comcast Corp Cl A	2044545	249,475.000	17.3400	4,112,295.01	4,325,896.50	4,112,295.01	4,325,896.50	213,601.49	1.24	1.25
ConocoPhillips (USD)	2685717	132,629.000	52.5200	6,869,663.50	6,965,675.08	6,869,663.50	6,965,675.08	96,011.58	2.00	2.01

Prior Knowledge Date: 11/06/2008:04:12:39  
Knowledge Date: 12/04/2008:09:10:59  
ClosedPeriod



**Position Appraisal Report**  
**Alpha Prime Equity Hedge Fund**

Period End Date 11/30/2008

Report Type: Strategy

U.S. Dollars

Investment	Security ID	Quantity	Local Market Price	Current Local Cost	Local Market Value	Current Book Cost	Book Market Value	Book Unrealized Gain/Loss	% Invest	%NAV
Exelon Corp	2670519	6,846.000	56.2100	333,947.04	384,813.66	333,947.04	384,813.66	50,866.62	0.11	0.11
Exxon Mobil Corp	2326618	452,437.000	80.1500	33,721,073.44	36,262,825.55	33,721,073.44	36,262,825.55	2,541,752.11	10.39	10.47
Fidelity Spartan US Treasury Money Market Fund	DS06971	15,936.000	1.0000	15,936.00	15,936.01	15,936.00	15,936.01	0.01	0.00	0.00
General Electric Co	2380498	904,358.000	17.1700	17,456,613.66	15,527,826.86	17,456,613.66	15,527,826.86	-1,928,786.80	4.45	4.48
Goldman Sachs Group Inc	2407966	32,235.000	78.9900	2,950,071.20	2,546,242.65	2,950,071.20	2,546,242.65	-403,828.55	0.73	0.74
Google Inc Cl A	B020QX2	16,832.000	292.9600	5,847,386.04	4,931,102.72	5,847,386.04	4,931,102.72	-916,283.32	1.41	1.42
Hewlett-Packard Co	2424006	212,883.000	35.2800	7,993,983.82	7,510,512.24	7,993,983.82	7,510,512.24	-483,471.58	2.15	2.17
Home Depot Inc	2434209	148,483.000	23.1100	3,362,588.12	3,431,442.13	3,362,588.12	3,431,442.13	68,854.01	0.98	0.99
Intel Corp	2463247	483,629.000	13.8000	7,539,928.56	6,674,080.20	7,539,928.56	6,674,080.20	-865,848.36	1.91	1.93
International Business Machines Corp	2005973	117,824.000	81.6000	10,680,789.42	9,614,438.40	10,680,789.42	9,614,438.40	-1,066,351.02	2.75	2.78
JPMorgan Chase & Co	2190385	319,808.000	31.6600	12,688,651.26	10,125,121.28	12,688,651.26	10,125,121.28	-2,563,529.98	2.90	2.92
Johnson & Johnson	2475833	242,037.000	58.5800	14,774,829.18	14,178,527.46	14,774,829.18	14,178,527.46	-596,301.72	4.06	4.09
Kraft Foods Inc Cl A	2764296	131,651.000	27.2100	3,848,107.63	3,582,223.71	3,848,107.63	3,582,223.71	-265,883.92	1.03	1.03
McDonald's Corp	2550707	97,987.000	58.7500	5,617,506.95	5,756,736.25	5,617,506.95	5,756,736.25	139,229.30	1.65	1.66
Medtronic Inc	2575465	98,965.000	30.5200	3,899,834.34	3,020,411.80	3,899,834.34	3,020,411.80	-879,422.54	0.87	0.87
Merck & Co Inc	2578312	185,152.000	26.7200	5,553,892.86	4,947,261.44	5,553,892.86	4,947,261.44	-606,631.42	1.42	1.43
Microsoft Corp	2588173	678,691.000	20.2200	15,120,511.08	13,723,132.02	15,120,511.08	13,723,132.02	-1,397,379.06	3.93	3.96
Occidental Petroleum Corp	2655408	73,717.000	54.1400	3,959,383.77	3,991,038.38	3,959,383.77	3,991,038.38	31,654.61	1.14	1.15
Oracle Corp	2661568	342,051.000	16.0900	6,206,708.68	5,503,600.59	6,206,708.68	5,503,600.59	-703,108.09	1.58	1.59
Pepsico Inc	2681511	134,656.000	56.7000	7,674,120.96	7,634,995.20	7,674,120.96	7,634,995.20	-39,125.76	2.19	2.20
Pfizer Inc	2684703	583,643.000	16.4300	10,278,384.60	9,589,254.49	10,278,384.60	9,589,254.49	-689,130.11	2.75	2.77
Philip Morris International Inc	B2PKRQ3	179,664.000	42.1600	7,660,332.29	7,574,634.24	7,660,332.29	7,574,634.24	-85,698.05	2.17	2.19
Procter & Gamble Co	2704407	259,918.000	64.3500	16,805,267.81	16,725,723.30	16,805,267.81	16,725,723.30	-79,544.51	4.79	4.83
Qualcomm Inc	2714923	143,072.000	33.5700	5,257,690.78	4,802,927.04	5,257,690.78	4,802,927.04	-454,763.74	1.38	1.39
Schlumberger Ltd	2779201	103,475.000	50.7400	5,255,144.06	5,250,321.50	5,255,144.06	5,250,321.50	-4,822.56	1.50	1.52
Time Warner Inc	2712165	306,882.000	9.0500	3,113,891.82	2,777,282.10	3,113,891.82	2,777,282.10	-336,609.72	0.80	0.80
US Bancorp	2736035	151,488.000	26.9800	4,507,106.68	4,087,146.24	4,507,106.68	4,087,146.24	-419,960.44	1.17	1.18
United Parcel Service Inc Cl B	2517382	84,160.000	57.6000	4,484,831.20	4,847,616.00	4,484,831.20	4,847,616.00	362,784.80	1.39	1.40
United Technologies Corp	2915500	84,160.000	48.5300	4,586,723.70	4,084,284.80	4,586,723.70	4,084,284.80	-502,438.90	1.17	1.18
Verizon Communications Inc	2090571	244,520.000	32.6500	7,498,107.46	7,983,578.00	7,498,107.46	7,983,578.00	485,470.54	2.29	2.31
Wal-Mart Stores Inc	2936921	193,568.000	55.8800	10,800,384.66	10,816,579.84	10,800,384.66	10,816,579.84	16,195.18	3.10	3.12
Walt Disney Co	2270726	162,832.000	22.5200	4,020,902.80	3,666,976.64	4,020,902.80	3,666,976.64	-353,926.16	1.05	1.06
Wells Fargo & Co	2649100	291,034.000	28.8900	9,540,828.40	8,407,972.26	9,540,828.40	8,407,972.26	-1,132,856.14	2.41	2.43
Wyeth	2027104	13,692.000	36.0100	452,383.00	493,048.92	452,383.00	493,048.92	40,665.92	0.14	0.14

Prior Knowledge Date: 11/06/2008:04:12:39

Knowledge Date: 12/04/2008:09:10:59

ClosedPeriod

**Position Appraisal Report**  
**Alpha Prime Equity Hedge Fund**

Period End Date 11/30/2008

Report Type: Strategy

U.S. Dollars

Investment	Security ID	Quantity	Local Market Price	Current Local Cost	Local Market Value	Current Book Cost	Book Market Value	Book Unrealized Gain/Loss	% Invest	%NAV
Total - USD				379,660,483.49	359,532,117.78	379,660,483.49	359,532,117.78	-20,128,365.71	103.02	103.81
Total - Equity						379,660,483.49	359,532,117.78	-20,128,365.71	103.02	103.81
Total - Madoff Securities International Ltd Trading						404,036,699.49	372,303,597.78	-31,733,101.71	106.68	107.49
Total -						404,036,699.49	372,303,597.78	-31,733,101.71	106.68	107.49
<b>Total - Long Positions</b>						<b>404,036,699.49</b>	<b>372,303,597.78</b>	<b>-31,733,101.71</b>	<b>106.68</b>	<b>107.49</b>
<b>Short Positions</b>										
Madoff Securities International Ltd Trading										
American Call Option										
USD										
S&P 100 Index 380 Call 12/20/2008	DI12738	-978,000	61.0000	-3,324,222.00	-5,965,800.00	-3,324,222.00	-5,965,800.00	-2,641,578.00	-1.71	-1.72
S&P 100 Index 430 Call 12/20/2008	DI12689	-7,438,000	23.3000	-19,331,362.00	-17,330,540.00	-19,331,362.00	-17,330,540.00	2,000,822.00	-4.97	-5.00
Total - USD				-22,655,584.00	-23,296,340.00	-22,655,584.00	-23,296,340.00	-640,756.00	-6.68	-6.73
Total - American Call Option						-22,655,584.00	-23,296,340.00	-640,756.00	-6.68	-6.73
Total - Madoff Securities International Ltd Trading						-22,655,584.00	-23,296,340.00	-640,756.00	-6.68	-6.73
Total -						-22,655,584.00	-23,296,340.00	-640,756.00	-6.68	-6.73
<b>Total - Short Positions</b>						<b>-22,655,584.00</b>	<b>-23,296,340.00</b>	<b>-640,756.00</b>	<b>-6.68</b>	<b>-6.73</b>
<b>TOTAL NET POSITIONS</b>						<b>381,381,115.49</b>	<b>349,007,257.78</b>	<b>-32,373,857.71</b>	<b>100.00</b>	<b>100.77</b>

Prior Knowledge Date: 11/06/2008:04:12:39  
Knowledge Date: 12/04/2008:09:10:59  
ClosedPeriod



BERNARD L. MADOFF  
INVESTMENT SECURITIES LLC  
New York London

885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

Affiliated with  
Madoff Securities International Limited  
12 Berkeley Street  
Mayfair, London W1J 8DT  
Tel 020 7493 6222

HSBC SECURITIES SERVICES  
(LUXEMBOURG) SA SPEC CUST ACCT  
FOR ALPHA PRIME FUND LIMITED  
40 AVENUE MONTEREY BP 413  
L-2014 LUXENBOURG

PERIOD ENDING  
11/30/08

PAGE  
1

YOUR ACCOUNT NUMBER  
1-FR097-3-0

YOUR TAXPAYER IDENTIFICATION NUMBER

DATE	BOLDSY RECEIVED OR LONG	BOLD DELIVERED OR SHORT	TIN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/03				BALANCE FORWARD		14,350,127.49	
11/03				CHECK WIRE	CW	38,800,000.00	
11/03				FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 11/03/08	DIV		2.62
11/03				FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FDLXX	CW	.79	
11/03		33,418	23113	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1		33,418.00
11/03		19,450,000	23179	U S TREASURY BILL DUE 2/12/2009	99.865		19,423,742.50
11/03		19,375,000	23229	2/12/2009 U S TREASURY BILL DUE 12/18/2008	99.928		19,361,050.00
11/03	18,212		23292	12/18/2008 FIDELITY SPARTAN U S TREASURY MONEY MARKET	1	18,212.00	
11/06	26,352		10971	APPLE INC	105.380	2,778,027.76	
11/06	46,848		11206	ABBOTT LABORATORIES	55.090	2,582,729.32	
11/06	32,208		11441	AMGEN INC	60.350	1,945,040.80	
11/06	23,424		11676	BOEING CO	51.120	1,198,370.88	
11/06	152,256		11911	BANK OF AMERICA	23.840	3,635,873.04	
11/06	17,568		12146	BAXTER INTERNATIONAL INC	60.600	1,065,322.80	
				CONTINUED ON PAGE 2			

PLEASE RETURN THIS STATEMENT FOR INCOME TAX PURPOSES



**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
New York, London

885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

Affiliated with  
Madoff Securities International Limited  
12 Berkeley Street  
Mayfair, London W1J 8DT  
Tel 020 7493 6122

HSBC SECURITIES SERVICES  
(LUXEMBOURG) SA SPEC CUST ACCT  
FOR ALPHA PRIME FUND LIMITED  
40 AVENUE MONTEREY BP 413  
L-2014 LUXEMBOURG

PENDING  
11/30/08

PAGE  
2

A

YOUR ACCOUNT NUMBER  
1-FR097-3-0

YOUR TAXPAYER IDENTIFICATION NUMBER

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TIN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/06	35,136		12381	BANK OF NEW YORK MELLON CORP	32.290	1,135,946.44	
11/06	58,560		12616	BRISTOL MYERS SQUIBB COMPANY	20.610	1,209,263.60	
11/06	20,496		12851	ANHEUSER BUSCH COS INC	62.430	1,280,384.28	
11/06	163,968		13086	CITI GROUP INC	13.530	2,225,045.04	
11/06	87,840		13321	COMCAST CORP	15.790	1,390,506.60	
				CL A			
11/06	46,848		13556	CONOCOPHILIPS	51.120	2,396,742.76	
11/06	178,608		13791	CISCO SYSTEMS INC	17.520	3,136,356.16	
11/06	43,920		14026	CVS CAREMARK CORP	30.510	1,341,755.20	
11/06	61,488		14261	CHEVRON CORP	73.740	4,536,584.12	
11/06	58,560		14496	THE WALT DISNEY CO	24.760	1,452,287.60	
11/06	313,296		14731	GENERAL ELECTRIC CO	19.600	6,153,132.60	
11/06	5,856		14966	GOOGLE	356.520	2,088,015.12	
11/06	11,712		15201	GOLDMAN SACHS GROUP INC	91.870	1,076,449.44	
11/06	52,704		15436	HOME DEPOT INC	23.300	1,230,111.20	
11/06	73,200		15671	HEWLETT PACKARD CO	38.310	2,807,220.00	
11/06	40,992		15906	INTERNATIONAL BUSINESS MACHS	92.800	3,805,696.60	
11/06	166,896		16141	INTEL CORP	16.070	2,688,693.72	
11/06	84,912		16376	JOHNSON & JOHNSON	61.310	5,209,350.72	
11/06	111,264		16611	J.P. MORGAN CHASE & CO	40.910	4,556,260.24	
11/06	46,848		16846	KRAFT FOOD INC	29.110	1,365,618.28	
11/06	58,560		17081	COCA COLA CO	44.490	2,607,676.40	
11/06	35,136		17316	MCDONALDS CORP	57.900	2,035,779.40	
11/06	35,136		17551	MEDTRONIC INC	40.310	1,417,737.16	
11/06	20,496		17786	3M COMPANY	63.590	1,304,159.64	
				CONTINUED ON PAGE 3			

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES





**BERNARD L. MADOFF**  
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HSBC SECURITIES SERVICES  
(LUXEMBOURG) SA SPEC CUST ACCT  
FOR ALPHA PRIME FUND LIMITED  
40 AVENUE MONTEREY BP 413  
L-2014 LUXEMBOURG

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YOUR ACCOUNT NUMBER  
1-FR097-3-0

YOUR TAXPAYER IDENTIFICATION NUMBER

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TIN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT CREDITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/06	61,488		18021	ALTRIA GROUP INC	19.160	1,180,569.08	
11/06	64,416		18256	KERCK & CO	30.780	1,985,300.48	
11/06	237,168		18491	MICROSOFT CORP	22.310	5,300,704.08	
11/06	120,048		18726	ORACLE CORPORATION	18.110	2,178,870.28	
11/06	26,352		19431	OCCIDENTAL PETROLEUM CORP	54.290	1,431,704.08	
11/06	46,848		19666	PEPSICO INC	57	2,672,209.00	
11/06	202,032		19901	PFIZER INC	17.690	3,582,027.08	
11/06	90,768		20136	PROCTER & GAMBLE CO	64.570	5,864,519.76	
11/06	64,416		20371	PHILLIP MORRIS INTERNATIONAL	42.730	2,755,071.68	
11/06	49,776		20606	QUALCOMM INC	37.810	1,884,021.56	
11/06	35,136		20841	SCHLUMBERGER LTD	51.760	1,820,044.36	
11/06	175,680		21076	AT&T INC	26.980	4,746,873.40	
11/06	108,336		21311	TIME WARNER INC	10.060	1,094,193.16	
11/06	29,280		21546	UNITED PARCEL SVC INC	52.790	1,546,862.20	
				CLASS B			
11/06	52,704		21781	U S BANCORP	29.550	1,559,511.20	
11/06	29,280		22016	UNITED TECHNOLOGIES CORP	54.920	1,609,228.60	
11/06	84,912		22251	VERIZON COMMUNICATIONS	29.980	2,549,057.76	
11/06	99,552		22486	WELLS FARGO & CO NEW	33.660	3,354,902.32	
11/06	67,344		22721	WAL-MART STORES INC	56.560	3,811,669.64	
11/06	158,112		22956	EXXON MOBIL CORP	73.680	11,656,016.16	
				FIDELITY SPARTAN	DIV		.97
				U S TREASURY MONEY MARKET			
11/06				DIV 11/06/08			
				FIDELITY SPARTAN	CW	.29	
				U S TREASURY MONEY MARKET			
				W/H TAX DIV FDLXX			
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DATE	BOUGHT RECEIVED DE LONG	SOLD DELIVERED ON SHORT	TIN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/06	21,309		10736	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1	21,309.00	
11/06		18,212	48253	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1		18,212.00
11/06		8,275,000	48470	U S TREASURY BILL DUE 12/11/2008	99.989		8,274,089.75
11/06		6,300,000	48683	12/11/2008 U S TREASURY BILL DUE 12/18/2008	99.932		6,295,716.00
11/06		41,125,000	48902	12/18/2008 U S TREASURY BILL DUE 01/08/2009	99.960		41,108,550.00
11/06		41,125,000	49112	1/08/2009 U S TREASURY BILL DUE 01/15/2009	99.946		41,102,792.50
11/06		41,125,000	49326	1/15/2009 U S TREASURY BILL DUE 01/22/2009	99.934		41,097,857.50
11/06		41,125,000	49541	1/22/2009 U S TREASURY BILL DUE 01/29/2009	99.928		41,095,390.00
11/06	14,925,000		49982	1/29/2009 U S TREASURY BILL DUE 03/26/2009	99.802	14,895,448.50	
				3/26/2009			
				CONTINUED ON PAGE 5			

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DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TIN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/06	14,925,000		50211	U S TREASURY BILL DUE 4/02/2009	99.751	14,887,836.75	
11/06	14,925,000		50440	4/02/2009 U S TREASURY BILL DUE 04/09/2009	99.726	14,884,105.50	
11/07	18,243		23492	4/09/2009 APPLE INC	108.800	1,985,567.40	
11/07	32,432		23727	ABBOTT LABORATORIES	56.590	1,836,623.88	
11/07	22,297		23962	ANGEN INC	62.070	1,384,865.79	
11/07	16,216		24197	BOEING CO	53.640	870,474.24	
11/07	103,377		24432	BANK OF AMERICA	23.720	2,456,237.44	
11/07	12,162		24667	BAXTER INTERNATIONAL INC	61.740	751,367.88	
11/07	22,297		24902	BANK OF NEW YORK MELLON CORP	34.210	763,671.37	
11/07	40,540		25137	BRISTOL MYERS SQUIBB COMPANY	21.020	853,771.80	
11/07	14,189		25372	ANHEUSER BUSCH COS INC	64.190	911,358.91	
11/07	109,458		25607	CITI GROUP INC	14.410	1,581,667.78	
11/07	58,783		25842	COMCAST CORP	17.390	1,024,587.37	
11/07	30,405		26077	CL A			
11/07	119,593		26312	CONOCOPHILIPS	53.060	1,614,505.30	
11/07	28,378		26547	CISCO SYSTEMS INC	17.580	2,107,227.94	
11/07	42,567		26782	CVS CAREMARK CORP	31.720	901,285.16	
11/07	38,513		27017	CHEVRON CORP	75.450	3,213,382.15	
11/07	212,835		27252	THE WALT DISNEY CO	25.620	988,243.06	
11/07	4,054		27487	GENERAL ELECTRIC CO	19.810	4,224,774.35	
				GOOGLE	349.160	1,415,656.64	
				CONTINUED ON PAGE 6			

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11/07	8,108		27722	GOLDMAN SACHS GROUP INC	89.070	722,503.56	
11/07	34,459		27957	HOME DEPOT INC	22.480	776,016.32	
11/07	50,675		28192	HEWLETT PACKARD CO	38.820	1,969,230.50	
11/07	28,378		28427	INTERNATIONAL BUSINESS MACHS	92.430	2,624,113.54	
11/07	113,512		28662	INTEL CORP	16	1,820,732.00	
11/07	56,756		28897	JOHNSON & JOHNSON	61.820	3,510,925.92	
11/07	77,026		29132	J.P. MORGAN CHASE & CO	40.960	3,158,065.96	
11/07	30,405		29367	KRAFT FOOD INC	29.710	904,548.55	
11/07	40,540		29602	COCA COLA CO	46.580	1,889,974.20	
11/07	22,297		29837	MCDONALDS CORP	57.510	1,283,191.47	
11/07	22,297		30072	MEDTRONIC INC	41.140	918,189.58	
11/07	14,189		30307	3M COMPANY	64.880	921,149.32	
11/07	42,567		30542	ALTRIA GROUP INC	19.370	826,224.79	
11/07	44,594		30777	MERCK & CO	30.480	1,361,008.12	
11/07	162,160		31012	MICROSOFT CORP	22.940	3,726,436.40	
11/07	81,080		31247	ORACLE CORPORATION	18.470	1,500,790.60	
11/07	16,216		31952	OCCIDENTAL PETROLEUM CORP	54.380	882,474.08	
11/07	32,432		32187	PEPSICO INC	58.630	1,902,785.16	
11/07	137,836		32422	PFIZER INC	18	2,486,561.00	
11/07	62,837		32657	PROCTER & GAMBLE CO	65.180	4,098,228.66	
11/07	42,567		32892	PHILLIP MORRIS INTERNATIONAL	43.640	1,859,325.88	
11/07	34,459		33127	QUALCOMM INC	37.690	1,300,137.71	
11/07	24,324		33362	SCHLUMBERGER LTD	51.770	1,260,225.48	
11/07	117,568		33597	AT&T INC	28.910	3,403,535.06	
11/07	72,972		33832	TIME WARNER INC	10.110	740,664.92	
				CONTINUED ON PAGE	7		

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11/07	20,270		34067	UNITED PARCEL SVC INC CLASS 8	53.680	1,088,903.60	
11/07	36,486		34302	U S BANCORP	30.790	1,124,862.94	
11/07	20,270		34537	UNITED TECHNOLOGIES CORP	56	1,135,930.00	
11/07	56,756		34772	VERIZON COMMUNICATIONS	31.810	1,807,678.36	
11/07	68,918		35007	WELLS FARGO & CO NEW	34.080	2,351,481.44	
11/07	46,621		35242	WAL-MART STORES INC	56.730	2,646,673.33	
11/07	107,431		35477	EXXON MOBIL CORP	75.280	8,091,702.68	
				FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 11/07/08	DIV		.39
11/07				FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FOLXX	CW	.12	
11/07		21,309	10979	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1		21,309.00
11/07		29,425,000	11250	U S TREASURY BILL DUE 02/05/09	99.923		29,402,342.75
11/07		25,625,000	11462	2/05/2009 U S TREASURY BILL DUE 02/19/2009	99.887		25,596,043.75
11/07		25,625,000	11678	2/19/2009 U S TREASURY BILL DUE 02/26/2009	99.889		25,596,556.25
				2/26/2009 CONTINUED ON PAGE 8			

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11/07		29,425,000	11891	U S TREASURY BILL DUE 03/05/09	99.866		29,385,570.50
11/07	9,350,000		12224	3/05/2009 U S TREASURY BILL DUE 04/09/2009	99.720	9,323,820.00	
11/07	9,350,000		12444	4/09/2009 U S TREASURY BILL DUE 4/16/2009	99.671	9,319,238.50	
11/07	37,311		12669	4/16/2009 FIDELITY SPARTAN U S TREASURY MONEY MARKET	1	37,311.00	
11/10	22,347		35952	APPLE INC	108.720	2,430,458.84	
11/10	39,728		36187	ABBOTT LABORATORIES	55.910	2,222,781.48	
11/10	27,313		36422	ANGEN INC	59.620	1,629,493.06	
11/10	19,864		36657	BOEING CO	52.190	1,037,496.16	
11/10	129,116		36892	BANK OF AMERICA	24.050	3,110,403.80	
11/10	17,381		37127	BAXTER INTERNATIONAL INC	60.770	1,056,938.37	
11/10	29,796		37362	BANK OF NEW YORK MELLON CORP	33.480	998,761.08	
11/10	52,143		37597	BRISTOL MYERS SQUIBB COMPANY	21.310	1,113,252.33	
11/10	17,381		37832	ANHEUSER BUSCH COS INC	64.090	1,114,643.29	
11/10	141,531		38067	CITI GROUP INC	14.270	2,025,308.37	
11/10	74,490		38302	CONCAST CORP	17.410	1,299,849.90	
11/10	39,728		38537	CL A CONOCOPHILIPS	54.130	2,152,065.64	
11/10	151,463		38772	CISCO SYSTEMS INC	18.080	2,744,509.04	
				CONTINUED ON PAGE 9			

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11/10	37,245		39007	CVS CAREMARK CORP	31.300	1,167,257.50	
11/10	54,626		39242	CHEVRON CORP	76.410	4,176,157.66	
11/10	47,177		39477	THE WALT DISNEY CO	25.660	1,212,448.82	
11/10	270,647		39712	GENERAL ELECTRIC CO	20.530	5,567,207.91	
11/10	4,966		39947	GOOGLE	363.580	1,805,736.28	
11/10	12,415		40182	GOLDMAN SACHS GROUP INC	92.680	1,151,118.20	
11/10	44,694		40417	HOME DEPOT INC	23.030	1,031,089.82	
11/10	64,558		40652	HEWLETT PACKARD CO	37.290	2,409,949.82	
11/10	34,762		40887	INTERNATIONAL BUSINESS MACHS	92.660	3,222,436.92	
11/10	146,497		41122	INTEL CORP	15.880	2,332,231.36	
11/10	72,007		41357	JOHNSON & JOHNSON	61.320	4,418,349.24	
11/10	94,354		41592	J.P. MORGAN CHASE & CO	41.730	3,941,166.42	
11/10	39,728		41827	KRAFT FOOD INC	30.100	1,197,401.80	
11/10	52,143		42062	COCA COLA CO	45.500	2,374,591.50	
11/10	29,796		42297	MCDONALDS CORP	57.230	1,706,416.08	
11/10	29,796		42532	MEDTRONIC INC	40.300	1,201,969.80	
11/10	17,381		42767	3M COMPANY	64.690	1,125,071.89	
11/10	52,143		43002	ALTRIA GROUP INC	18.890	987,066.27	
11/10	54,626		43237	MERCK & CO	30.510	1,668,824.26	
11/10	201,123		43472	MICROSOFT CORP	23.200	4,674,097.60	
11/10	101,803		43707	ORACLE CORPORATION	18.600	1,897,607.80	
11/10	22,347		44412	OCCIDENTAL PETROLEUM CORP	56.010	1,252,548.47	
11/10	39,728		44647	PEPSICO INC	57.550	2,287,935.40	
11/10	176,293		44882	PFIZER INC	17.960	3,173,273.28	
11/10	76,973		45117	PROCTER & GAMBLE CO	65.230	5,024,026.79	
CONTINUED ON PAGE 10							

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11/10	52,143		45352	PHILLIP MORRIS INTERNATIONAL	44.030	2,297,941.29	
11/10	42,211		45587	QUALCOMM INC	37.310	1,576,580.41	
11/10	32,279		45822	SCHLUMBERGER LTD	50.500	1,631,380.50	
11/10	153,946		46057	AT&T INC	28.580	4,405,933.68	
11/10	89,388		46292	TIME WARNER INC	11.010	987,736.88	
11/10	24,830		46527	UNITED PARCEL SVC INC	54.420	1,352,241.60	
				CLASS B			
11/10	44,694		46762	U S BANCORP	31.510	1,410,094.94	
11/10	24,830		46997	UNITED TECHNOLOGIES CORP	56.430	1,402,149.90	
11/10	74,490		47232	VERIZON COMMUNICATIONS	32	2,386,659.00	
11/10	84,422		47467	WELLS FARGO & CO NEW	34.600	2,924,377.20	
11/10	57,109		47702	WAL-MART STORES INC	55.710	3,183,826.39	
11/10	134,082		47937	EXXON MOBIL CORP	75.800	10,168,778.60	
				FIDELITY SPARTAN			
				U S TREASURY MONEY MARKET			
11/10				DIV 11/10/08			2.02
				FIDELITY SPARTAN			
				U S TREASURY MONEY MARKET		.61	
11/10		37,311	12905	W/H TAX DIV FOLXX			
				FIDELITY SPARTAN	1		37,311.00
11/10		29,450,000	13107	U S TREASURY MONEY MARKET			
				U S TREASURY BILL	99.875		29,413,187.50
				DUE 3/12/2009			
11/10		26,225,000	13284	3/12/2009			
				U S TREASURY BILL	99.867		26,190,120.75
				DUE 03/19/2009			
				3/19/2009			
				CONTINUED ON PAGE 11			

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(LUXEMBOURG) SA SPEC CUST ACCT  
FOR ALPHA PRIME FUND LIMITED  
40 AVENUE MONTEREY BP 413  
L-2014 LUXEMBOURG

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YOUR ACCOUNT NUMBER  
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YOUR TAXPAYER IDENTIFICATION NUMBER

DATE	BOUGHT RECEIVED OR LONG	SELL DELIVERED OR SHORT	TIN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/10		14,925,000	13496	U S TREASURY BILL DUE 03/26/2009	99.834		14,900,224.50
11/10		14,925,000	13698	3/26/2009 U S TREASURY BILL DUE 4/02/2009	99.770		14,890,672.50
11/10		24,275,000	13916	4/02/2009 U S TREASURY BILL DUE 04/09/2009	99.742		24,212,370.50
11/10		9,350,000	14144	4/09/2009 U S TREASURY BILL DUE 4/16/2009	99.686		9,320,641.00
11/10	175,000		14367	4/16/2009 U S TREASURY BILL DUE 4/16/2009	99.686	174,450.50	
11/10	22,950		14594	4/16/2009 FIDELITY SPARTAN U S TREASURY MONEY MARKET	1	22,950.00	
11/18	3,650,000	52,066	49340	ANHEUSER BUSCH COS INC	70		3,644,620.00
11/18			49575	U S TREASURY BILL DUE 4/16/2009	99.830	3,643,795.00	
11/18	825		49813	4/16/2009 FIDELITY SPARTAN U S TREASURY MONEY MARKET	1	825.00	
11/19				FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 11/19/08	DIV		3.65
				CONTINUED ON PAGE 12			

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11/19				FIDELITY SPARTAN U S TREASURY MONEY MARKET	CM	1.10	
11/19		23,775	51505	W/H TAX DIV FDLXX FIDELITY SPARTAN	1		23,775.00
11/19	33,000,000		56110	U S TREASURY MONEY MARKET U S TREASURY BILL	99.926	32,975,580.00	
11/19	23,725		60544	DUE 03/26/2009 3/26/2009 FIDELITY SPARTAN	1	23,725.00	
11/20		33,000,000	63789	U S TREASURY MONEY MARKET U S TREASURY BILL	99.962		32,987,460.00
11/20	33,000,000		64027	DUE 03/26/2009 3/26/2009 U S TREASURY BILL	99.947	32,982,510.00	
11/20	4,950		64266	DUE 4/16/2009 4/16/2009 FIDELITY SPARTAN	1	4,950.00	
11/25	8,802		64507	U S TREASURY MONEY MARKET APPLE INC	85.070	749,138.14	
11/25	15,648		64745	ABBOTT LABORATORIES	54.140	847,807.72	
11/25	10,758		64983	ANGEN INC	53.630	577,381.54	
11/25	49,878		65221	BANK OF AMERICA	12.980	649,411.44	
11/25	5,868		65459	BAXTER INTERNATIONAL INC	52.570	308,714.76	
11/25	11,736		65697	BANK OF NEW YORK MELLON CORP	24.690	290,230.84	
11/25	19,560		65935	BRISTOL MYERS SQUIBB COMPANY	20.140	394,720.40	
				CONTINUED ON PAGE 13			

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11/25	56,724		66173	CITI GROUP INC	6.100	348,284.40	
11/25	4,890		66411	COLGATE PALMOLIVE CO	62.660	306,602.40	
11/25	28,362		66649	CONCAST CORP	13.970	397,351.14	
				CL A			
11/25	15,648		66887	CONOCOPHILIPS	45.100	706,349.80	
11/25	58,680		67125	CISCO SYSTEMS INC	14.970	880,786.60	
11/25	14,670		67363	CVS CAREMARK CORP	27.040	397,262.80	
11/25	20,538		67601	CHEVRON CORP	68.710	1,411,986.98	
11/25	18,582		67839	THE WALT DISNEY CO	19.760	367,923.32	
11/25	6,846		68077	EXELON CORP	48.740	333,947.04	
11/25	107,580		68315	GENERAL ELECTRIC CO	14.010	1,511,498.80	
11/25	1,956		68553	GOOGLE	275	537,978.00	
11/25	16,626		68791	HONE DEPOT INC	19.530	325,370.78	
11/25	24,450		69029	HEWLETT PACKARD CO	32.990	807,583.50	
11/25	13,692		69267	INTERNATIONAL BUSINESS MACHS	75.080	1,028,542.36	
11/25	56,724		69505	INTEL CORP	12.270	698,271.48	
11/25	28,362		69743	JOHNSON & JOHNSON	57.650	1,636,203.30	
11/25	37,164		69981	J.P. MORGAN CHASE & CO	27.760	1,033,158.64	
11/25	14,670		70219	KRAFT FOOD INC	25.900	380,539.00	
11/25	19,560		70457	COCA COLA CO	42.040	823,084.40	
11/25	10,758		70695	MCDONALDS CORP	55	592,120.00	
11/25	11,736		70933	MEDTRONIC INC	30.800	361,937.80	
11/25	6,846		71171	3M COMPANY	58.280	399,257.88	
11/25	20,538		71409	ALTRIA GROUP INC	16.250	334,563.50	
11/25	21,516		71647	MERCK & CO	25	538,760.00	
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DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TIN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/25	78,240		71885	MICROSOFT CORP	18.100	1,419,273.00	
11/25	39,120		72599	ORACLE CORPORATION	16.050	629,440.00	
11/25	8,802		72837	OCCIDENTAL PETROLEUM CORP	44.570	392,657.14	
11/25	15,648		73075	PEPSICO INC	51.800	811,191.40	
11/25	67,482		73313	PFIZER INC	15.320	1,036,523.24	
11/25	29,340		73551	PROCTER & GAMBLE CO	61.940	1,818,492.60	
11/25	20,538		73789	PHILLIP MORRIS INTERNATIONAL	36.380	747,993.44	
11/25	16,626		74027	QUALCOMM INC	29.850	496,951.10	
11/25	11,736		74265	SCHLUMBERGER LTD	46.270	543,493.72	
11/25	58,680		74503	AT&T INC	25	1,469,347.00	
11/25	36,186		74741	TIME WARNER INC	8.010	291,296.86	
11/25	9,780		74979	UNITED PARCEL SVC INC CLASS B	50.760	496,823.80	
11/25	17,604		75217	U S BANCORP	23.400	412,637.60	
11/25	9,780		75455	UNITED TECHNOLOGIES CORP	44.890	439,415.20	
11/25	28,362		75693	VERIZON COMMUNICATIONS	26.570	754,712.34	
11/25	38,142		75931	WELLS FARGO & CO NEW	23.820	910,067.44	
11/25	22,494		76169	WAL-MART STORES INC	51.450	1,158,215.30	
11/25	13,692		76407	WYETH	33	452,383.00	
11/25	52,812		76645	EXXON MOBIL CORP	72	3,804,576.00	
11/25				FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 11/25/08	DIV		2.80
11/25				FIDELITY SPARTAN U S TREASURY MONEY MARKET W/H TAX DIV FOLXX	CW	.84	
				CONTINUED ON PAGE 15			

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40 AVENUE MONTEREY BP 413  
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DATE	SECURITY RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRF	DESCRIPTION	PRICE OR SYMPL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/25		28,675	77218	FIDELITY SPARTAN	1		28,675.00
11/25		36,825,000	77476	U S TREASURY MONEY MARKET U S TREASURY BILL DUE 4/16/2009	99.878		36,780,073.50
11/25	15,936		77763	4/16/2009 FIDELITY SPARTAN U S TREASURY MONEY MARKET	1	15,936.00	
				NEW BALANCE		49,091,283.76	
	505,872			SECURITY POSITIONS	MKT PRICE		
	134,656			AT&T INC	28.560		
	176,736			ABBOTT LABORATORIES	52.390		
	92,576			ALTRIA GROUP INC	16.080		
	75,744			AMGEN INC	55.540		
	434,627			APPLE INC	92.670		
	98,965			BANK OF AMERICA	16.250		
	52,979			BANK OF NEW YORK MELLON CORP	30.210		
	59,504			BAXTER INTERNATIONAL INC	52.900		
	170,803			BOEING CO	42.630		
	124,213			BRISTOL MYERS SQUIBB COMPANY	20.700		
	179,219			CVS CAREMARK CORP	28.930		
	508,344			CHEVRON CORP	79.010		
	471,681			CISCO SYSTEMS INC	16.540		
				CITI GROUP INC	8.290		
				CONTINUED ON PAGE 16			

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DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TIN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
	170,803			COCA COLA CO	46.870		
	4,890			COLGATE PALMOLIVE CO	65.070		
	249,475			COMCAST CORP	17.340		
				CL A			
	132,629			CONOCOPHILIPS	52.520		
	162,832			THE WALT DISNEY CO	22.520		
	6,846			EXELON CORP	56.210		
	452,437			EXXON MOBIL CORP	80.150		
	904,358			GENERAL ELECTRIC CO	17.170		
	32,235			GOLDMAN SACHS GROUP INC	78.990		
	16,832			GOOGLE	292.960		
	212,883			HEWLETT PACKARD CO	35.280		
	148,483			HOME DEPOT INC	23.110		
	483,629			INTEL CORP	13.800		
	117,824			INTERNATIONAL BUSINESS MACHS	81.600		
	319,808			J.P. MORGAN CHASE & CO	31.660		
	242,037			JOHNSON & JOHNSON	58.580		
	131,651			KRAFT FOOD INC	27.210		
	97,987			MCDONALDS CORP	58.750		
	98,965			MEDTRONIC INC	30.520		
	185,152			MERCK & CO	26.720		
	678,691			MICROSOFT CORP	20.220		
	73,717			OCCIDENTAL PETROLEUM CORP	54.140		
	342,051			ORACLE CORPORATION	16.090		
	134,656			PEPSICO INC	56.700		
				CONTINUED ON PAGE 17			

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	583,643			PFIZER INC	16.430		
	179,664			PHILLIP MORRIS INTERNATIONAL	42.160		
	259,918			PROCTER & GAMBLE CO	64.350		
	143,072			QUALCOMM INC	33.570		
	103,475			SCHLUMBERGER LTD	50.740		
	15,936			FIDELITY SPARTAN	1		
				U S TREASURY MONEY MARKET			
	58,912			3M COMPANY	66.930		
	306,882			TIME WARNER INC	9.050		
	151,488			U S BANCORP	26.980		
	84,160			UNITED PARCEL SVC INC	57.600		
				CLASS B			
	84,160			UNITED TECHNOLOGIES CORP	48.530		
	244,520			VERIZON COMMUNICATIONS	32.650		
	193,568			WAL-MART STORES INC	55.880		
	291,034			WELLS FARGO & CO NEW	28.890		
	13,692			WYETH	36.010		
				MARKET VALUE OF SECURITIES			
				LONG			
				SHORT			
				359,532,117.77			

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DATE	BOUGHT REDEEMED OR LONG	SOLD DELIVERED OR SHORT	TICK	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
				YEAR-TO-DATE SUMMARY			
				DIVIDENDS			2,159,885.86
				GROSS PROCEEDS FROM SALES			2,172,470,358.97

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				BALANCE FORWARD			14,350,128.00
11/06		2,928	18961	S & P 100 INDEX	20.300		5,940,912.00
11/06	2,928		19196	NOVEMBER 470 CALL	20.500	6,005,328.00	
11/07		2,027	31482	S & P 100 INDEX	22		4,457,373.00
11/07	2,027		31717	NOVEMBER 470 CALL	13.800	2,799,287.00	
11/10		2,483	43942	S & P 100 INDEX	12.400		3,076,437.00
11/10	2,483		44177	NOVEMBER 460 PUT	16.800	4,173,923.00	
11/19		7,438	30155	S & P 100 INDEX	26		19,331,362.00
11/19	7,438		30393	DECEMBER 430 CALL	30	22,321,438.00	
11/19	4,955		30631	DECEMBER 420 PUT	1.500	748,205.00	
11/19	2,483		30869	S & P 100 INDEX	.900	225,953.00	
11/19		4,955	31107	NOVEMBER 470 CALL	45		22,292,545.00
11/19		2,483	31345	S & P 100 INDEX	59		14,647,217.00
				NOVEMBER 460 PUT			
				NOVEMBER 475 PUT			
				CONTINUED ON PAGE 2			

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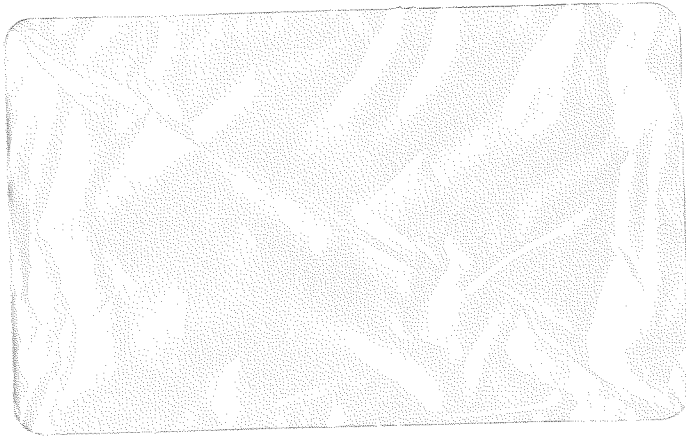
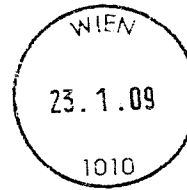
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11/25		978	72123	S & P 100 INDEX DECEMBER 380 CALL	34		3,324,222.00
11/25	978		72361	S & P 100 INDEX DECEMBER 370 PUT	21	2,054,778.00	
				NEW BALANCE			49,091,284.00
		7,438		SECURITY POSITIONS S & P 100 INDEX DECEMBER 430 CALL	MKT PRICE 23.300		
		978		S & P 100 INDEX DECEMBER 380 CALL	61		
	7,438			S & P 100 INDEX DECEMBER 420 PUT	16.500		
	978			S & P 100 INDEX DECEMBER 370 PUT	5.100		
				MARKET VALUE OF SECURITIES			
				LONG			12,771,480.00
				SHORT			23,296,340.00

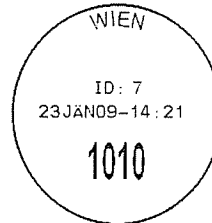
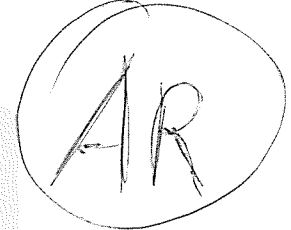
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